

P990000066402

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Millennium Auto Leasing
Corp

600002942726--1

-07/27/99--01044--020

*****78.75 *****78.75

RECEIVED

99 JUL 27 AM 10:16

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CS

Name

Date

Time

Walk-In _____

Will Pick Up _____

FILED
99 JUL 27 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____
R. Purinton JUL 27 1999

ARTICLES OF INCORPORATION

OF

MILLENNIUM AUTO LEASING, CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I -- NAME

The name of this corporation is Millennium Auto Leasing, Corp. and the address of the corporation is 2669 Forest Hill Blvd., Suite 240, West Palm Beach, Florida 33406. The mailing address of the corporation is 2669 Forest Hill Blvd., Suite 240 West Palm Beach, Florida 33406.

ARTICLE II -- DURATION

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock which shall be designated "Common Shares".

ARTICLE V -- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as early as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2669 Forest Hill Blvd. Suite 240, West Palm Beach, Florida 33406 and the name of the initial Registered Agent at that address is Darrell Peterson.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

The name(s) and addresses of the initial Board of Directors is:

Name	Address
Darrell Peterson	2669 Forest Hill Suite 240 West Palm Beach, Florida 33406.

ARTICLE VIII -- INCORPORATORS

The name and address of the person signing these Articles is:

Name	Address
Darrell Peterson	2669 Forest Hill Blvd. Suite 240 West Palm Beach, Florida 33406

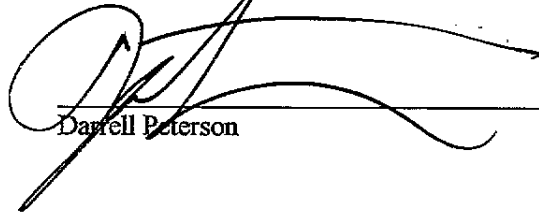
ARTICLE TX -- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

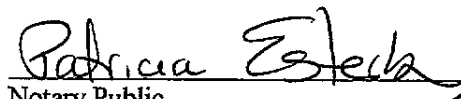
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of July, 1999

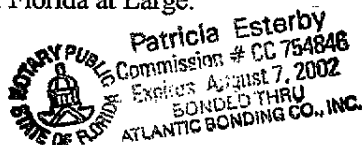

Darrell Peterson

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared Darrell Peterson known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26 day of July, 1999


Notary Public
State of Florida at Large:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Millennium Auto Leasing, Corp.
2. The name and address of the registered agent and office is:

Darrell L. Peterson
2669 Forest Hill Blvd.
Suite 240
West Palm Beach, FL 33406

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TALLAHASSEE FLORIDA

SIGNATURE: _____

Darrell L. Peterson

TITLE: _____

PRESIDENT

DATE: _____

July 26, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Darrell L. Peterson

DATE: _____

July 26, 1999